

	Current	Proposed Change
Article I – Name	No changes	
Article II - Purposes	No changes	
Article III – Membership & Dues		
• Individual memberships	Ages 19-above	Ages 18-above
• Youth memberships	Ages 13-18	Ages 13-17
• Limited memberships	Included	Deleted
• Membership voting on issues	All members	Adult members 18-above
• Dues suspended membership reinstated to anniversary date	Indefinitely	Up to one year
• Membership termination by Executive Committee for good cause–appeal to members	At next general meeting within 15 days	At next general meeting
Article IV - Meetings		
• Meetings	In odd months	Generally in odd months
• Annual meeting	November	Annually
• Presentation of awards	By officers	By officers and directors
Article V – Officers		
• VP Communications responsibilities		Includes all Club websites
• Secretary responsibilities		Report membership size/breakdown, notify when memberships expire
	Publish meeting minutes in newsletter	deleted
• Treasurer responsibilities		Deposit collected dues from membership renewals
	Notify members when dues are due, collect dues	Responsibilities moved to Secretary
Article VI – Executive Committee		
• Financial outlays requiring approval	Over \$2000 require members approve at meetings	Over \$5000 require Executive Committee approval
• Removal from office	No definition	Clarified definition for officers vs. non-officers
• Meetings	Monthly	Generally monthly
Article VII – Standing Committees		
• Audit Committee	Title: Audit Committee	Title: Financial Review Committee
	Annually	At least every three years
	No direction of process	Define process, scope, deliverables, ownership of recommendations
	Assist in preparation of Annual Financial Report	deleted
• Nominating Committee	Title: Nominating Committee	Title: Candidate Search & Nominating Committee
	Chair appointed by President & approved by Executive Committee	Chair appointed by President following recommendations from Executive Committee
	Appointed Chair plus at least 4 more members	Appointed Chair plus at least 2 other members
	Excludes Club Officers	Excludes Club Executive Committee Members
	Publish slate 15 days before Annual Meeting in newsletter	Publish slate 7 days before Annual Meeting in newsletter or on website
	Open slate up to election	Close the slate seven days prior to

		election
	Allow nominations from the floor at Gen Meeting	Deleted, can vote only on nominations on the slate
Article VIII – Amendments	No publication of by-laws specified	Publish by-laws on the Club website

By-Laws of Louisville Wheelmen, Inc.

Adopted July 1994

Name | Purposes | Memberships and Dues | Meetings
Officers | Executive Committee | Standing Committees | Amendments

ARTICLE I — NAME

The name of the corporation shall be the **Louisville Wheelmen, Inc.**, doing business as the **Louisville Bicycle Club**, hereinafter referred to as the “**Club**.”

ARTICLE II — PURPOSES

Since its founding in 1897, the purpose of the Club has been to promote recreation, health and mobility through cycling and cycling-related activities.

We further these purposes by maintaining active programs in the areas of touring, racing and commuting; by supporting national organizations of like purposes such as the League of American Bicyclists (LAB) and the United States Cycling Federation (USCF); and by educating our membership and the general public on the benefits of cycling. Maintaining a diversity of programs is a source of our strength: tourists, racers, commuters and casual riders together form one Club; and the assets of the Club, unless designated by the donor for the support of a particular activity, will be used to support the total activities of the Club.

Consistent with our commitment to safety, helmets approved by recognized safety standards organizations must be worn on all Club or Club-sanctioned rides.

ARTICLE III — MEMBERSHIP AND DUES

The Club shall maintain a non-discriminatory admissions policy with membership available to all without regard to race, color, national origin, religion, gender, age, sexual orientation or disability.

Regular Memberships shall be **individual**: age ~~19~~ 18 and above; **youth**: ages ~~13-18~~ 13-17, with the approval of parent or legal guardian; **family**: a family or household unit, including dependent children; **special lifetime**: as designated by the Executive Committee, based upon exemplary service to the Club; and **honorary**: as designated by the Executive Committee, for public figures for actions promoting the interests of cycling. ~~Limited memberships shall be individual and youth.~~

The benefits of regular membership shall include receipt of the Club Newsletter; the right to vote on all issues (**adult members age 18 and above**) subject to membership approval as provided for herein; and to participate in all Club

programs and activities. ~~Limited membership carries with it the right to participate in a specified activity or Club event, as determined by the Executive Committee.~~

Regular members, except special lifetime and honorary, shall pay dues in an amount determined by the Executive Committee. Regular member dues shall be payable annually on the membership anniversary date. ~~Limited members shall pay dues and assessments as determined by the Executive Committee from time to time.~~

Membership shall be suspended for failure to renew if annual dues have not been received within 90 days of the membership anniversary date, but promptly reinstated retroactively to the membership anniversary date upon payment of any delinquency **for up to one year**. Membership may be terminated at any time for good cause as determined by a 2/3 vote of censure by the Executive Committee. Written notice of termination of membership shall be forwarded by the Secretary to the former member by certified mail within 10 days of the action of the Executive Committee. Within 10 days of receipt of such notice any member whose membership has been terminated shall advise the Secretary by return certified mail of his/her protest of the termination and the Secretary shall place on the agenda of the next general membership meeting ~~to be held at least 15 days from the filing of the protest~~, the issue of restoration of membership. Membership shall be restored upon majority vote of the membership at the meeting, provided that a quorum is present.

ARTICLE IV — MEETINGS

Membership meetings shall **generally** be held on the odd months of the year at a time and location determined by the Executive Committee. Meetings shall be announced in the Newsletter and other Club communications.

A **quorum** shall consist of twenty-five (25) dues paying regular members.

~~An~~ **The last membership meeting of each year shall be the Annual Meeting shall have** the purpose of ~~which shall be~~ the Election of Officers, the filing by the President of the Report of Club Activities, the filing by the Treasurer of a financial report and the Presentation of Awards by responsible officers **and directors**. Notice of the Annual Meeting shall be published in the Newsletter **and/or on the website** at least fifteen (15) days prior to the meeting.

ARTICLE V — OFFICERS

The Club Officers shall be the President, Vice President - Touring, Vice President - Racing, Vice President - Communications, Vice President - Advocacy, Vice President - Education, Vice President – Commuting Programs, Secretary and Treasurer. They must be Club members in good standing and elected by a majority of members at the Annual Meeting. The Officers shall be the Directors of the corporation. The term of all Officers shall be for one year beginning on the

day following the Annual Meeting at which they are elected and ending upon adjournment of the next Annual Meeting at which successors are elected.

A. The **President** shall be the Club's chief executive who shall be responsible for the overall direction of the Club's activities, for maintaining the quality of all programs and for ensuring that the membership's aspirations for the Club are attained. Among the President's specific duties shall be to preside at all Club and Executive Committee meetings; appoint the chair of the [Candidate Search & Nominating Committee](#); and select the recipients of any awards as approved by the Executive Committee.

B. The **Vice President - Touring** will direct the Club's touring program and have principle responsibility for the quality, variety and safety of the Club's tours. Among his/her specific duties shall include recruitment, orientation and training of ride captains; publication of a ride schedule to the membership and the general public; appointment of a Club Statistician; and scheduling and presiding at meetings of the Touring Committee.

C. The **Vice President - Racing** will direct the Club's racing program and have principal responsibility for the development of the racing team. Among his/her specific duties shall include recruitment of team members and making provision for their training, support and coaching; securing and maintaining team sponsorships; organizing race promotions, including time trials; and ensuring that the Club's racing program meets the standards of appropriate national cycling organizations.

D. The **Vice President - Communications** will edit and publish the Club Newsletter and ensure that members are fully informed of the Club's activities; oversee [all Club websites](#), the publication and distribution of membership applications, notices of special events, and other Club activities. He/she shall also ensure that information of the Club's activities ~~is~~ [are](#) periodically exchanged with other cycling organizations.

E. The **Vice President - Advocacy** will direct the Club's efforts to influence governmental bodies in their actions as they affect the rights of cyclists. Among his/her specific duties shall include monitoring legislation and enactments of state and local governments; establishing programs for effective relations with state, county and local governments and their agencies, including the appointment of officials to represent the Club on or before planning bodies; serving as the Club's advocacy liaison with LAB; and scheduling and presiding at meetings of the Advocacy Committee.

F. The **Vice President - Education** will direct the Club's education and public service programs. Among his/her specific duties shall include delivering effective bicycling and bicycling safety programs to the membership and to the general public. In addition he/she shall establish programs to foster positive relations between the Club and area schools, public and non-profit agencies and organizations, employers and others to promote the interests of the Club and bicycling.

G. The **Vice President - Commuting Programs** will direct the Club's efforts to increase utilitarian cycling and commuting. Among his/her specific duties shall include creating activities and working with transportation officials to encourage Club members and others to commute use bicycles for transportation and commuting to work.

H. The **Secretary** shall keep a full and complete record of the proceedings of all meetings of the Club, the Executive Committee and shall preserve all documents, correspondence, reports and communications of the Club. Among his/her specific duties shall include maintaining the official membership roster, **reporting on membership size and breakdown, notifying members when their memberships expire**, summarizing meeting minutes ~~for publication in the Newsletter~~; giving all notices required by law or these By-Laws; and maintaining these By-Laws and any amendments thereto.

I. The **Treasurer** shall be the chief financial officer of the Club and shall be responsible for the security of the Club's funds and other assets. Among his/her specific duties shall include receiving, depositing, accounting for and disbursing all Club funds, or authorizing others to do so, as provided for by these By-Laws and the Executive Committee; maintaining all financial records; making all legally-required filings; **collection and deposit of dues from membership renewals**; ~~notifying the membership when dues payments are due and collection of same~~; presenting a brief financial report at each Executive Committee meeting; and filing with the Executive Committee a written Annual Financial Report for each fiscal year outlining the financial condition of the Club and summarizing the previous year's transactions and events, said Annual Financial Report to be published in the Newsletter.

Any officer may be removed by a 2/3 vote of the membership at any membership meeting at which a quorum is present. The unexcused absence of any officer from three (3) consecutive Executive Committee meetings shall be deemed a resignation. Any office vacated during the year shall be filled by appointment as determined by a majority of the Executive Committee.

New offices may be created by the membership in its discretion at the Annual Meeting, provided, however, that any proposal to create a new office shall be in writing and filed with the Secretary at least 30 days before the Annual Meeting so that appropriate notice may be published in the Newsletter.

ARTICLE VI — EXECUTIVE COMMITTEE

The Executive Committee shall consist of all current officers and the immediate past Club **President and shall serve until elections at the next Annual Meeting**. ~~for the period ending December 31 following expiration of their terms, all other immediate past officers~~. It shall be the governing body of the Club and shall make operational and policy decisions for the Club and act by majority vote, except as otherwise provided herein. The Executive Committee shall insure that the legal affairs of the Club are attended to and that it is adequately protected by liability insurance. The ~~Executive Committee~~ Treasurer shall not make **any** expenditures ~~or commit the Club's assets for any capital investment or project~~ exceeding \$2000 **\$5000** without the approval of the ~~membership at a membership meeting properly constituted under Article III~~ **majority of the Executive Committee**.

Any officer who is removed under Article V shall also be removed from the Executive Committee. Executive Committee members who are not officers can be removed by a 2/3 vote of elected officers of the Club.

The Executive Committee shall prepare an Annual Report for presentation by the President at the Annual Meeting of the highlights of Club's activities for the year, including Club membership and trends. It shall also report on its activities throughout the year in the Newsletter and at regular membership meetings.

The Executive Committee shall meet at least monthly at such time and place as it determines and at such other times as the President may from time-to-time advise. In the absence of the President an officer designated by the President shall preside.

The Executive Committee must approve any Committees or Project Groups recommended by any officer and concur in the appointment of Chairpersons of same, approve establishing separate committee or project accounts, including designation of signatory authority as required.

Upon approval by the Executive Committee, issues of general interest to the membership may be voted upon by mail. Ballots for this purpose shall be prepared by the Secretary with appropriate instructions. This provision shall not apply to the election of officers or amendment of these By-laws.

Upon approval by 2/3 of the Executive Committee a motion to dissolve the Club shall be put to a vote by the membership, a majority of whom must approve, provided however, that at least 10% of the membership must participate in the voting, provided further, that if at the time the Executive Committee approves such a motion, the membership of the Club stands at less than 100, the motion may be approved at any membership meeting at which a quorum is present. If dissolved by the membership, all Club assets shall be rendered in cash which, after settling any Club debts or obligations, shall be contributed to tax exempt cycling organizations identified and in amounts determined by the Executive Committee.

ARTICLE VII — STANDING COMMITTEES

With the approval of the Executive Committee, **Standing Committees** and **Project Groups** shall be established and maintained by each cognizant officer to assist him/her in the carrying out of his/her areas of responsibility.

~~An Audit~~ The Executive Committee shall appoint a **Financial Review Committee** or retain an auditor to examine ~~annually~~ the financial records of the Club, provided that at such review or audit shall occur ~~at least every three (3) years~~. The examination or review shall examine all Club financial records, reports, procedures and filings for accuracy, fairness and compliance with standard accounting practices. A written report of its findings and recommendations shall be submitted to the Executive Committee. The Executive Committee may act on these findings and recommendations at their discretion and shall disclose the Financial Review Committee report and their actions to the membership through the Club newsletter or website. ~~The Audit Review~~

~~Committee shall assist the Treasurer in the preparation of the Annual Financial Report.~~

A **Candidate Search and Nominating Committee**, whose Chair shall be appointed by the President **following recommendations** ~~and approved~~ by the Executive Committee and who shall in turn select a minimum of ~~four (4)~~ **two (2)** **additional** members to serve on the Committee, shall identify interested **Club Officer** candidates and prepare a slate consisting of one or more candidates for each office for presentation at the Annual Meeting. Current ~~officers~~ **Executive Committee members** may not serve on the committee and members of the **Candidate Search and Nominating Committee** may not stand as candidates for office. ~~The Candidate Search and Nominating Committee shall close the slate to additional candidates at midnight seven days prior to the election at the Annual Meeting.~~ The Chair of the **Candidate Search and Nominating Committee** shall insure that the slate of candidates is published to the membership at least ~~fifteen (15)~~ **seven (7)** days prior to the Annual Meeting **in the Club newsletter or on the Club website**. ~~Notwithstanding the preparation of a slate of candidates, the presiding official at the Annual Meeting shall solicit any nominations from the floor.~~ .

ARTICLE VIII — AMENDMENTS

These By-Laws may be amended by a majority of the membership at any membership meeting at which a quorum is present, provided that written notice of the proposed amendment is given at least fifteen (15) days prior to the meeting. **The current version of the By-Laws shall be published on the Club website.**

~~All amendments will be published in the next edition of the Newsletter.~~

Revision:

2 June 1996 EFJones

Dec 1997 -- change in terms of officers

Dec 1998 -- membership based on 12-month period instead of calendar year